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11 Attorneys for USACM Liquidating Trust

12 **UNITED STATES BANKRUPTCY COURT**
13 **DISTRICT OF NEVADA**

14 In re:

15 USA COMMERCIAL MORTGAGE
16 COMPANY,
17 USA CAPITAL REALTY ADVISORS,
18 LLC,¹
19 USA CAPITAL DIVERSIFIED TRUST
20 DEED FUND, LLC,
21 USA CAPITAL FIRST TRUST DEED
22 FUND, LLC,²
23 USA SECURITIES, LLC,³

Debtors.

Case No. BK-S-06-10725-LBR
Case No. BK-S-06-10726-LBR
Case No. BK-S-06-10727-LBR
Case No. BK-S-06-10728-LBR
Case No. BK-S-06-10729-LBR
CHAPTER 11

Jointly Administered Under Case No.
BK-S-06-10725 LBR

**DECLARATION OF EDWARD M.
BURR IN SUPPORT OF OMNIBUS
OBJECTIONS TO PROOFS OF
CLAIM BASED UPON
INVESTMENT IN THE BEAU
RIVAGE LOAN; AND
CERTIFICATE OF SERVICE**

Date of Hearing: December 18, 2009
Time of Hearing: 1:30 p.m.

Affects:

- All Debtors
- USA Commercial Mortgage Company
- USA Capital Realty Advisors, LLC
- USA Capital Diversified Trust Deed Fund, LLC
- USA Capital First Trust Deed Fund, LLC
- USA Securities, LLC

I, Edward M. Burr, hereby declare under penalty of perjury that:

1. I am a principal with Sierra Consulting Group, LLC ("Sierra"). Sierra is one
2 of the leading providers of restructuring advisory and litigation support services in the
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4
5 ¹ This bankruptcy case was closed on September 23, 2008.
6 ² This bankruptcy case was closed on October 12, 2007.
7 ³ This bankruptcy case was closed on December 21, 2007.

1 Southwest. Sierra is a leading national consulting firm comprised of experienced CPAs
2 and other financial professionals.

3 2. I submit this declaration on behalf of the USACM Liquidating Trust's
4 Objections to Proofs of Claim filed this date.

5 3. This Court approved the Official Committee of Unsecured Creditors of USA
6 Commercial Mortgage Company's ("Committee") appointment of Sierra as financial
7 advisers on August 11, 2006. From that date to the Effective Date of the Debtors'
8 confirmed Plan of Reorganization, I have assisted the Committee in analyzing facts
9 concerning these jointly administered bankruptcy cases. As of the Effective Date of the
10 confirmed Plan of Reorganization, Sierra has been retained by the USACM Liquidating
11 Trust to investigate and reconcile the claims against the USA Commercial Mortgage
12 Company ("USACM") estate.

13 4. I make the following declaration based upon my personal knowledge, and
14 upon the records of the Debtors described in this declaration, including Debtors' original
15 and amended schedules of liabilities and the proofs of claim described herein, as well as
16 Debtors' accounting records.

17 5. On March 12, 2007 Effective Date of the Plan, the USACM Liquidating
18 Trust succeeded to USACM's rights with respect to books and records.

19 6. Sierra has been working closely with both the Trustee for the USACM
20 Liquidating Trust and Development Specialist Inc. ("DSI"), the Trustee's financial
21 advisor, in evaluating all of the claims that were filed in the USACM estate.

22 7. **Exhibit A**, attached, lists Proofs of Claim that appear to be based, in whole
23 or in part, upon an investment in the Beau Rivage Loan. For each claim listed, **Exhibit A**
24 identifies the Proof of Claim number, the claimant, the claimant's address, the total
25 amount of the claim and the total amount of the claim that appears to be related to the
26 Beau Rivage Loan based upon the information provided by the claimant.

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Dated: November 18, 2009

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/s/ Edward M. Burr

Edward M. Burr

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Copy of the foregoing mailed (without
7 Exhibit) by first class
Postage prepaid U.S. Mail on
8 November 18, 2009 to:

9 All parties in interest listed on
Exhibit A attached.

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11 /s/ Leilani Lista

12 Leilani Lista

Lewis and Roca LLP

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